

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:  FRANCHISE GROUP, INC., <i>et al.</i> , <sup>1</sup>  Debtors.	Chapter 11  Case No. 24-12480 (LSS)  (Jointly Administered)  <b>Re: D.I. 474, 730, 812, 813, 903</b>  <b>Hearing Date: Feb. 6, 2025 at 10:00 a.m.</b>
---	---

**EXHIBIT LIST FOR THE UNITED STATES TRUSTEE’S OBJECTIONS TO  
APPLICATION TO RETAIN WILLKIE FARR & GALLAGHER LLP**

Andrew R. Vara, United States Trustee for Regions 3 and 9 (“U.S. Trustee”), by and through his undersigned counsel, identifies the following exhibits to be introduced and/or reserves the right to introduce the below-listed exhibits at the hearing scheduled for February 6,

---

<sup>1</sup> The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy’s Newco, LLC (5404), Buddy’s Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260); Franchise Group Newco BHF, LLC (4123); Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors’ headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

2025 at 10:00 a.m. ET, concerning the *Debtors' Application for Order Authorizing the Retention and Employment of Willkie Farr & Gallagher LLP as Co-Counsel for the Debtors*, Nunc Pro Tunc to the Petition Date [Docket No. 474]. The U.S. Trustee reserves the right to introduce at the Hearing documents that (i) are part of the record in the above captioned chapter 11 cases, including pleadings and exhibits thereto, and (ii) have been produced throughout the course of discovery, which is still ongoing, as well as to introduce any document, or to rebut the testimony of witnesses or evidence presented by any other party, or for impeachment and to amend or supplement the below-listed exhibits. The U.S. Trustee also reserves the right to examine all witnesses testifying at the Hearing.

### **EXHIBIT LIST**

<b>Exhibit No.</b>	<b>Document Name</b>	<b>D.I.</b>
UST-1	March 7, 2018 Engagement Letter Re: Representation of Liberty Tax, Inc., From Tariq Mundiya to Will Harvey [FRG00101323]	N/A
UST-2	January 17, 2024 Franchise Group, Inc. Invoice No. 12401438 [FRG00101375]	N/A
UST-3	February 16, 2024 Franchise Group, Inc. Invoice No. 12404483 [FRG00101383]	N/A
UST-4	April 9, 2024 Franchise Group, Inc. Invoice No. 12409428 [FRG00101388]	N/A
UST-5	August 13, 2024 Franchise Group, Inc. Invoice No. 12421838 [FRG00101365]	N/A
UST-6	September 9, 2024 Franchise Group, Inc. Invoice No. 12423825 [FRG00101361]	
UST-7	October 8, 2024 Franchise Group, Inc. Invoice No. 12426982 [FRG00101357]	N/A
UST-8	October 16, 2024 Franchise Group, Inc. Invoice No. 12428195 [FRG00101351]	N/A
UST-9	October 25, 2024 Franchise Group, Inc. Invoice No. 12429219 [FRG00101346]	N/A
UST-10	October 31, 2024 Franchise Group, Inc. Invoice No. 12429573 [FRG00101341]	N/A
UST-11	February 16, 2024 Brian Kahn/Prophecy Invoice No. 12404476	N/A
UST-12	August 13, 2024 Brian Kahn/Prophecy Invoice No. 12421845	N/A

UST-13	iManage Security Policy Manager History for 125440 – Franchise Group, Inc., Feb. 01, 2025 [FRG00101461]	N/A
UST-14	iManage Security Policy Manager History for 126081 – Franchise Group, Inc., Feb. 01, 2025 [FRG00101470]	N/A
UST-15	iManage Security Policy Manager History for 125440 – Franchise Group, Inc., Feb. 01, 2025 [FRG00101461]	N/A
UST-16	iManage Security Policy Manager History for 126977.00006 – Franchise Group Going Private Feb. 01, 2025 [FRG00101483]	N/A
UST-17	iManage Security Policy Manager History for 127549.00002 – Prophecy, Feb. 01, 2025 [FRG00101488]	N/A
UST-18	Proof of Claim #1866, Kahn, Brian, filed Jan. 23, 2025	Claim No. 1866
UST-19	Proof of Claim #1854, Laurence, Andrew M., filed Jan. 23, 2025	Claim No. 1854

Dated: February 4, 2025  
Wilmington, Delaware

Respectfully submitted,

**ANDREW R. VARA**  
**UNITED STATES TRUSTEE**

By: /s/ Timothy J. Fox.  
Timothy J. Fox, Jr. (DE Bar No. 6737)  
Trial Attorney  
United States Department of Justice  
Office of the United States Trustee  
J. Caleb Boggs Federal Building  
844 King Street, Suite 2207, Lockbox 35  
Wilmington, DE 19801  
(302) 573-6491  
Timothy.Fox@usdoj.gov